



# CONSTITUTION

OF THE SOUTH PACIFIC LAWYERS' ASSOCIATION

29 November 2019

# CONSTITUTION OF THE SOUTH PACIFIC LAWYERS' ASSOCIATION

## 1. NAME

The name of the Association is "The South Pacific Lawyers' Association" (hereinafter referred to as the "Association").

## 2. MEMBERS

The members of the Association shall be:

### (a) The "Constituent Bodies"

American Samoa Bar Association (member since 1 August 2012)

Cook Islands Law Society (founding member)

Fiji Law Society (founding member)

Kiribati Law Society (founding member)

Law Council of Australia (founding member)

Law Society of New Zealand (founding member)

Marshall Islands Law Society

Nauru Law Society (founding member)

Niue Lawyers<sup>1</sup> (founding member)

Norfolk Island Law Association

Papua New Guinea Law Society (founding member)

Samoa Law Society (founding member)

Solomon Islands Bar Association (founding member)

Timor Leste Bar Association (founding member)

Tonga Law Society (founding member)

Tuvalu Lawyers (founding member)

Vanuatu Law Society (founding member)

and such other bodies being the Law Societies and Bar Associations now or hereafter to be formed in the South Pacific Region.

### (b) Honorary Members

(i) Distinguished persons (who may but need not be practitioners) may, by resolution of the Association in General Meeting, be admitted to honorary membership of the Association.

(ii) Honorary members shall have the rights to attend and speak to all General Meetings of the Association but shall have no right to vote.

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<sup>1</sup> The practitioners of Niue and Tuvalu are represented by volunteer members of those professions and do not have a representative professional association

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## 3. **OBJECTS**

The objects of the Association shall be:

- (a) to advance the science of jurisprudence;
- (b) to promote the interests of the legal profession in the South Pacific;
- (c) to be a united body to represent the Constituent Bodies in all matters involving reform and uniformity of laws, and legal practice in the region;
- (d) to develop and promote:
  - (i) continuing legal education programmes and conferences;
  - (ii) the professional standards of practitioners;
  - (iii) insurance and assurance schemes;
  - (iv) the technical advancement of practitioners;
  - (v) common interest groups or sections for practitioners;
  - (vi) services for the benefit of practitioners;
- (e) to promote the administration of justice and the development and improvement of law, including the rule of law, throughout the South Pacific region;
- (f) to uphold the honour and values of the legal profession;
- (g) to encourage cordial relations among the members of the legal profession;
- (h) to receive and disseminate information relevant to law and legal practice;
- (i) to hold conferences or conventions at such times and places as may be determined;
- (j) to act on behalf of any one or more of the Constituent Bodies upon request from such body or bodies; and,
- (k) to carry out such other objects as the Association in General Meeting may from time to time or at any time determine.

## 4. **CONSTITUTIONAL PREMISE**

- (a) The Association and its Constituent Bodies by this Constitution acknowledge that the legal profession in the South Pacific comprises legal practitioners. Neither the Association nor any organ thereof shall:

- (i) resolve in meeting; or
- (ii) speak publicly

on any matter affecting existing rights of a Constituent Body of any country (including the right to practise, entitlement to admission, the internal domestic rules of any Constituent Body and the structure and organisation of the

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profession within the Country) without the concurrence of that Constituent Body.

- (b) Nothing shall prevent the Association or any of its committees from formulating model codes of conduct or model rules of practice to be recommended to Constituent Bodies for adoption by such bodies if they so decide.

## 5. **OFFICE**

The office of the Association shall be situated at such place as the Association shall decide from time to time.

## 6. **WITHDRAWAL FROM MEMBERSHIP**

A Constituent Body may withdraw from the Association by giving not less than three months' notice in writing to the Executive of the South Pacific Lawyers' Association.

## 7. **THE REPRESENTATIVES AND GENERAL MEETINGS**

- (a) Each Constituent Body shall be entitled to be represented at all meetings of the Association by a practitioner appointed by it.
- (b) Each practitioner appointed by a Constituent Body as its representative shall take office after his or her appointment has been notified to the Association by the Constituent Body.
- (c) Appointment of representatives must be communicated to the Association in writing.
- (d) Every representative shall be a member of the Constituent Body by which he or she is appointed and shall hold office until the Constituent Body withdraws him or her as the representative unless:
  - (i) he or she ceases to be a Practitioner, or
  - (ii) he or she ceases to be a member of the Constituent Body by which he was appointed, or
  - (iii) he or she resigns by notice in writing sent to the Chairperson, or
  - (iv) his or her appointment is terminated by notice to the Chairperson by the Constituent Body which appointed them.
- (e) With the consent of the Association, a legal practitioner shall be entitled to attend and speak but not vote at meetings of the Association.
- (f) The administration of the affairs of the Association shall be vested in the Association in General Meeting.

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- (g) Subject to a quorum being present, a meeting of representatives of Constituent Bodies shall constitute a General Meeting of the Association. A quorum for a General Meeting of the Association shall be six.
- (h) General Meetings of the Association shall be held at least once in each calendar year. One meeting shall be the annual meeting of the Association.
- (i) A General Meeting of the Association shall be held if three Constituent Bodies so request in writing to the Chairperson.
- (j) The business of such meetings shall be:
  - (i) any other business which the Executive desires to have considered by the meeting;
  - (ii) the business which the three Constituent Bodies requesting the meeting desire to be brought before the meeting.
- (k) Notice of such meetings shall describe with reasonable particularity the business to be considered at the meeting and shall be given to each Constituent Body a reasonable time prior to the date fixed for the meeting.
- (l) The Association may appoint such sub-committees as it may see fit to deal with any matter concerning the Association.
- (m) A representative of a Constituent Body may appoint a representative of any other Constituent Body or a member of the governing body of the Constituent Body which he or she represents to be his or her proxy to speak and vote at any meeting.
- (n) The Chairperson may invite any person to attend any meeting of the Association.
- (o) Except as herein provided, questions arising at any meeting of the Association shall be decided by a simple majority of votes.
- (p) A resolution approved in writing or by electronic means by the requisite majority of the Association shall be deemed for all purposes to have become a resolution of the Association on the day upon which the last of the necessary assents shall have been received by the Association.
- (q) A notice summoning a meeting of the Association shall set forth with reasonable particularity the purpose of such meeting.

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## 8. ANNUAL MEETING

- (a) An Annual Meeting of the Association shall be summoned at such time and at such place in each year as the Executive or the Chairperson shall determine. The business at such meeting shall be:
- (i) the consideration of reports of the Executive;
  - (ii) the consideration of the accounts of the Association;
  - (iii) the consideration of any special business of which notice shall have been given to the Association by a Constituent Body or by the Chairperson not less than fourteen days before the day fixed for the meeting;
  - (iv) any other business which the Chairperson desires to have considered by the meeting.
- (b) Notice of an Annual Meeting shall be given to each Constituent Body at least one month prior to the date fixed for the meeting.
- (c) Annual Meetings may be held by meeting in person, by video link, by telephone or by a combination of each.
- (d) When notice of special business is given pursuant to paragraph (iii) of clause (a) of this article, the best notice which can reasonably be given shall be given by the Association to each Constituent Body.

## 9. VOTING AT GENERAL MEETINGS

- (a) Each Constituent Body shall have an equal vote in electing the Executive and Chair of the Association.
- (b) In all other votes at General Meetings of the Association, each Constituent Body shall have the following voting entitlements:
- Tier 1 – 2 Votes
- Constituent Bodies in jurisdictions with 300 or more registered practitioners holding current practising certificates.
- Tier 2 – 1 Vote
- All other Constituent Bodies.

## 10. MOTIONS NEED NOT BE SECONDED

A motion or nomination need not be seconded.

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## 11. EXECUTIVE

- (a) There shall be an Executive of not more than eight (8) members elected from the Constituent Bodies.
- (b) The Executive shall comprise at least one (1) member from a **Tier 1** Constituent Body, at least two (2) members from **Tier 2** Constituent Bodies, one member from Australia and one member from New Zealand.
- (c) The Executive shall be appointed for the period commencing immediately following the Annual General Meeting and ending at the conclusion of the Annual General Meeting occurring in, or after the second year of its term.
- (d) A Chairperson shall be elected by a majority vote of the Executive. The election of the Chairperson shall take place immediately following the election of the Executive.
- (e) Any member of the Executive may be removed from office by a vote of not less than two-thirds of the votes on the Association, recorded on a resolution of the Association seeking such removal provided that at least 35 days notice of the intention to propose the resolution shall have been given to each of the Constituent Bodies.
- (f) Any casual vacancy in a position on the Executive may be filled by the Association in General Meeting, or by the Executive in meeting. Any person so appointed shall hold office upon the same conditions as and for the balance of the term of office of his predecessor;
- (g) The Executive shall meet together for the despatch of business as often as it shall determine.
- (h) Subject to any decisions of the Association the Executive:
  - (i) may exercise each and every power vested in the Association by this constitution other than the powers vested in the Association in General Meeting, and
  - (ii) administer, manage and control the affairs of the Association.
- (i) The Chairperson for the time being or his or her nominee shall be the Chairperson of meetings of the Executive.
- (j) A quorum for a meeting of the Executive shall be four.
- (k) Every question arising at a meeting of the Executive shall be determined by a majority of the votes of the Executive present and in the case of an equality of votes the Chairperson shall have a casting vote.

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- (l) A resolution signed by all the members for the time being of the Executive shall be as valid or effectual as if it had been passed by a meeting of the Executive duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Executive.
- (m) All acts done by any meeting of the Executive or by any person acting as a member of the Executive notwithstanding that it is afterwards discovered that there was some defect in the appointment of that member or person so acting shall be as valid as if any such member or persons had been duly appointed and was qualified to act as such member.

## **12. SECRETARIAT**

There shall be a Secretariat of the Association located at a place nominated by the Association from time to time.

## **13. COMMITTEES**

- (a) The Association or the Executive may constitute Committees of the Association as it shall see fit.
- (b) The object of each such Committee shall be to report to the Executive on such matters as may from time to time be referred to it by the Association or the Executive and to prepare written submissions on such matters in accordance with the directions of the Association or the Executive.
- (c) Committees may comprise such persons as the Association or the Executive may deem fit and may include non-practitioners.
- (d) Each Committee may meet at such times and in such places as are agreed between members of the Committee and the Association.
- (e) Committees may be dissolved by a resolution of the Association or the Executive, as the case may be, and the Association shall thereupon write to each member of the Committee informing him of the dissolution of the Committee.

## **14. FINANCE**

- (a) The Association may open and operate on such bank accounts as the Executive deems necessary from time to time.



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## **15. INCOME AND PROPERTY**

- (a) The income and property of the Association from whatever source derived shall be applied solely towards the achievement of the objectives of the Association, provided that nothing herein shall prevent the payment in good faith of monies or remuneration to any officer or servant of the Association or to any member of the Association in return for any costs or expenses incurred on behalf of or for any services actually rendered to the Association or reasonable and proper rent for premises let by any member to the Association.
- (b) The Association shall not be dissolved except at a meeting of the members of the Association specially convened for the purpose and by a resolution carried by a majority of not less than two-thirds of the votes of Constituent Bodies recorded in respect of the same.

## **16. AMENDMENT OF THE CONSTITUTION**

- (a) This Constitution, other than Clause 4(a), may be amended by resolution, which may be sent, and assented to, by email, by not less than two-thirds of the Constituent Bodies for the time being.
- (b) Not less than 40 days written notice shall be given to each Constituent Body of any proposed motion to amend this constitution.
- (c) Clause 4(a) may be amended by resolution of Association in General Meeting by the unanimous vote of those Constituent Bodies present and voting.
- (d) Amendment to this Constitution shall take effect as from the date provided in such amendment, or if no such date be provided on the day of the meeting at which such resolution is passed or on the date of the receipt by the Association of the last necessary assent, as the case may be.

## **17. NOTICES**

- (a) Each Constituent Body shall give notice of its address to the Association which address shall be its registered address until the same is altered by due notice give to the Association.
- (b) Each member of the Executive shall give notice of his or her postal and email address to the Association which address shall be his or her registered address until the same is altered by due notice to the Association.

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- (c) Any notice posted or sent by email addressed to a Constituent Body, to a representative of a Constituent Body of the Association, or a member of the Executive at its, his or her address, shall be deemed to have been served on the day when in the ordinary course of post or telegraph or telex or facsimile, as the case may be, the notice would have been delivered at the registered address.

## **18. REPRESENTATIONS TO GOVERNMENT AND OTHER AUTHORITIES**

Whenever any representations or recommendations are submitted to any appropriate authority, the views of any Constituent Body dissenting therefrom shall also be submitted if that Constituent Body so requests.

## **19. INCOME**

Income to enable the work of the Association may be received from:

- (a) Professional associations;
- (b) Government aid agencies;
- (c) Constituent Bodies if called upon by the Executive to contribute financially if they are able to do so;
- (d) Any other declared, legitimate, unconditional source with the approval of the Executive.

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